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ACCOUNT NO. : 072100000032
 REFERENCE : 686416 7147884
 AUTHORIZATION : *Patricia Pizzuto*
 COST LIMIT : \$ 70.00

ORDER DATE : May 4, 2000
 ORDER TIME : 11:03 AM
 ORDER NO. : 686416-005
 CUSTOMER NO: 7147884

000003246110--5

CUSTOMER: Jeff Monassebian, Esq
 Jeff Monassebian, Esq
 500 North Broadway, Suite 257
 Jericho, NY 11753

FOREIGN FILINGS

NAME: AVTEC SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 MAY -9 AM 9:16

RECEIVED
 00 MAY -9 PM 4:37
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

3/11 5/9

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AVTEC SYSTEMS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW YORK 3. 11-3437946
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 2, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Pending - Expected to be June 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 500 NORTH BROADWAY, JERICO, NY 11753
(Current mailing address)

8. ANY LAWFUL PURPOSE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
By: Laura R. Dunlap **Laura R. Dunlap**
(Registered agent's signature) **as its agent**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box **NOT** acceptable)

00MAY -9 AM 9:16
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: BIJAN MONASSEBIAN

Address: 500 NORTH BROADWAY

JERICHO, NY 11753

Director: MARTIN R. HAKKER, SR.

Address: 500 NORTH BROADWAY

JERICHO, NY 11753

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: BIJAN MONASSEBIAN

Address: SAME AS ABOVE

Vice President: JEFF MONASSEBIAN, MARTIN R. HAKKER, SR., MARTIN R. HAKKER, II

Address: SAME AS ABOVE

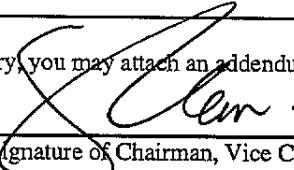
Secretary: JEFF MONASSEBIAN

Address: SAME AS ABOVE

Treasurer: MARTIN R. HAKKER, SR.

Address: SAME AS ABOVE

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JEFF MONASSEBIAN, Vice President and General Counsel
(Typed or printed name and capacity of person signing application)

RECEIVED STATE OPERATIONS
DO MAY -9 AM 9:16

State of New York) **SS:**
Department of State

I hereby certify, that the Certificate of Incorporation of AVTEC SYSTEMS, INC. was filed on 07/02/1997, under the name of AMTEC GROUP, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment AMTEC GROUP, INC., changing its name to AVTEC GROUP, INC., was filed 07/14/1997.

A Certificate of Amendment AVTEC GROUP, INC., changing its name to AVTEC SYSTEMS, INC., was filed 11/12/1999.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of May
two thousand.



Special Deputy Secretary of State

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00 MAY -9 AM 9:16
DEPARTMENT OF STATE
CORPORATIONS